

TENNESSEE REGULATORY AUTHORITY

Pat Miller, Chairman
Deborah Taylor Tate, Director
Sara Kyle, Director
Ron Jones, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

January 24, 2005

April A. Ingram Esq
Boult, Cummins, Conners, & Berry, PLC
1600 Division Street
P. O. Box 340025
Nashville, Tennessee 37203

Re: Petition for Authority to Transfer Ownership and Control of Madison River Communications, LLC, Pursuant to a Corporate Restructuring
Our Docket No. 05-00012

Dear Ms. Ingram,

The Tennessee Regulatory Authority has received the petition from Madison River Communications, LLC, requesting approval of the corporate restructuring, involving the issuance of stock to the public. The Authority requires additional information in order to consider this petition. Your timely response to this request will enable us to process this petition more expeditiously. Please refer in your responses to this request as Data Request No 1 and respond by February 4, 2005, if possible. Provide answers to following questions:

1. Have you filed this or a similar petition in any other states? If so, what action has been taken by the states?
2. Under what state statute are you filing this petition?
3. Has this petition been filed with the FCC?
4. Provide a statement signed by someone authorized that the majority owned investment companies are aware that they could lose control of Madison River.
5. Will simple majority rule after the sale of stock to the public?
6. Are there other subsidiaries located within Tennessee, like Gulf Communications?
7. Provide an addendum to this petition explaining in detail the circumstances surrounding the Gulf petition of last year that was withdrawn and explaining the relationship both before and after the proposed transaction. Provide new organization charts listing each subsidiary in Tennessee.
8. Explain Madison River Telephone's place on the organization chart as part equity owner of TN-ILEC and also reporting to TN-ILEC.
9. Include in the addendum about Gulf, the date and docket number of its CCN, type of business in which it is involved, public and customer interests and how each of these will be affected, and its relationship after this transaction is consummated.
10. Provide evidence of application to the Tennessee Secretary of State for license in the new company's name, if required. If not, please explain why such license is not required.

Telephone (615) 741-2904, Toll-Free 1-800-342-8359, Facsimile (615) 741-5015
www.state.tn.us/tra

Complete your responses and send the original and thirteen copies to:

Ms Sharla Dillon, Docket Room Manager
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Thank you for your time and attention to this matter. If you have any further questions or comments, please contact David McClanahan at 741-2904, ext. 177.

Sincerely,



Aster Adams, Chief
Competitive Markets & Policy Division

C: Pat Miller, Chairman
Sharla Dillon, Docket Room Manager

05-00012MadisonRiverDR